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OMB APPROVAL

UNITED STATES	OMB NUMBER: 3233-00/6			
SECURITIES AND EXCHANGE COMMISSION	Expires: April 30, 2008			
Washington, D.C. 20549	Estimated average burden			
Washington, D.C. 20549 FORM D	hours per response16.00			
FORM D				
SEP \ NOTICE OF SALE OF SECURITIES PURSUANT TO	SEC USE ONLY			
(S) REGULTION D,	Prefix Serial			
SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION				
SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION	DATE RECEIVED			
	<u> </u>			
Name of Offering (□ check if this is an amendment and name has changed, and indicate change.)				
Series A Preferred Stock				
Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ■ Rule 506 □ Section	on 4(6) 🗆 ULOE			
Type of Filing: ■ New Filing □ Amendment	1 100 M 1134 149 1134 114 115 H 1194 116 H 1194 116 H 1194 116 H			
A. BASIC IDENTIFICATION DAT				
1. Enter the information requested about the issuer 07078023				
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)				
Fred Beverages, Inc.				
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)			
499 Van Brunt Street, Studio 10B, Brooklyn, NY 11231	646-536-3526			
479 van brant Street, Stanio Ivb, Brooklyn, IV F 11231	040-330-3320			
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)	Telephone Number (Including Area Code)			
Brief Description of Business:				
Producing, marketing and selling drinking waters, flavored waters, vitamin-enhanced waters, min	neral and acrated waters in other acres leablic beverages.			
Type of Business Organization				
corporation	O other (please specify) and a a a a			
□ business trust □ limited partnership, to be formed	other (please specify) EP 2 1 2007			
Month Year				
Actual or Estimated Date of Incorporation or Organization 09 06	Estimated SHOMSON MY			
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State				
CN for Canada; FN for other foreign jurisdiction				

GENERAL INSTRUCTIONS

Federal:

FORM D

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA					
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				-	
Gayner, Adam Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
Dusiness of Residence Address	(14minoci and 2	nices, City, State, Zip Co	uc)		
c/o Fred Beverages, Inc., 499 Van Brunt	Street, Studio	10B, Brooklyn, NY 112	31		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Lourie, Heather					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
	(,,,,,	,		
c/o Fred Beverages, Inc., 499 Van Brun	Street, Studio				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Broggi, Ariel					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)		
(P I P I I I I I I I I I I I I I I I I		440 D 10 107 144			
c/o Fred Beverages, Inc., 499 Van Brunt Check Box(es) that Apply:				- D'	50 1 4 14 1 5
Full Name (Last name first, if individual)	☐ Promoter	■ Beneficial Owner	□Executive Officer	□ Director	☐ General and/or Managing Partner
Tun Name (Last name rust, it more dual)					
The Raptor Global Portfolio Ltd.					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ic)		
c/o The Tudor Investment Corporation,	50 Rowes Wha	rf. 6th Floor, Boston, M.	A 02110		
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					2 0011011 00001
The Tudor BVI Global Portfolio L.P. Business or Residence Address	Olymphan and S	Street City Street Zin Co	4-\		
Dusiness of Residence Address	(Number and 2	Street, City, State, Zip Co	ac)		
c/o The Tudor Investment Corporation,	50 Rowes Wha	rf, 6th Floor, Boston, M.	A 02110		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Farren, Daniel					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
			·		
Check Boy(e) that Amelia					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	- Decreases	D Dana Gairl Comme	D Frankin Off	D.D	D. Connection 1/22/2012 D. C.
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Competitude that it monatural)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		

B. INFORMATION ABOUT OFFERING					
	Yes	No			
1.	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?				
•	S n/a				
2.	What is the minimum investment that will be accepted from any individual?	\$ <u>n/a</u> Yes	No		
3.	Does the offering permit joint ownership of a single unit?				
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		_		
Full I None	Name (Last name first, if individual)				
Busir	ness or Residence Address (Number and Street, City, State, Zip Code)				
Name	e of Associated Broker or Dealer		-·· - · · · · · · · · · · · · · · · · ·		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		·		
	(Check "All States" or check individual States)	All States			
A]_ I] V] T]	L} _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] AT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]		
Fuli	name (Last name first, if individual)				
Busin	ness or Residence Address (Number and Street, City, State, Zip Code)				
Nam	e of Associated Broker or Dealer				
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		·		
	(Check "All States" or check individual States)	All States			
A}_ 1] V] 7]	L] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] AT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] AT] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WV]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]		
Full l	Name (Last name first, if individual)				
Busin	ness or Residence Address (Number and Street, City, State, Zip Code)		·		
Name	e of Associated Broker or Dealer				
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		<u></u>		
	(Check "All States" or check individual States)	All States			
^] _ [] _ [] _ [] _	L] _ [[N] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] /[T] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [H]) _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]		

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

I.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	s
	Equity	\$ <u>4,000,000.59</u>	\$ <u>1,560,001.06</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	s	s
	Partnership Interests	s	\$
	Other (Specify)	\$	\$
	Total	\$ 4,000,000.59	\$ <u>1,560,001.06</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	5	\$ <u>1,560,001.06</u>
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		s
	Answer also in Appendix, Column 4, if filing under ULOE		·
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	o	s
	Printing and Engraving Costs	_	\$
	Legal Fees	_	\$_70,000
	Accounting Fees	-	\$
	Engineering Fees	0	s
		О	\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total	_	\$ 70,000

	C. OFFERING PRICE, NUMBER OF INVESTORS, EX	(PENSES AN	ND USE OF PROCEEDS		
	b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$_3,930,000.59		
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed of for each of the purposes shown. If the amount for any purpose is not known, furnish and and check the box to the left of the estimate. The total of the payments listed must equal adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above	stimate the			
			Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees	0	\$	0	s
	Purchase of real estate	0	s	p	S
	Purchase, rental or leasing and installation of machinery and equipment	Ċ.	s		s
	Construction or leasing of plant buildings and facilities	o	\$		s
	Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		s	В	•
	Repayment of indebtedness	<u>п</u>	\$	_	\$ 1,600
	Working capital	_	<u> </u>	_	\$ 3,928,400.59
		0	•	-	\$ <u>3,526,400.55</u>
	Other (specify):	_ 0	3	0	•
		- - ₀	s	0	s
	Column Totals	•	\$0		\$ <u>3,930,000.59</u>
	Total Payments Listed (column totals added)	\$ 3,930,000,59			
	D. FEDERAL SIGNAT	TIRE.			
an	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon n-accredited investor pursuant to paragraph (b)(2) of Rule 502.	If this notice written reque	is filed under Rule 505, the st of its staff, the information	following n furnished	signature constitutes I by the issuer to any
Issi	uer (Print or Type) Signature		Date		

 \mathcal{END}

September 12, 2007

ATTENTION

Title of Signer (Print or Type)

President and Chief Executive Officer

Fred Beverages, Inc.

Adam Gayner

Name of Signer (Print or Type)

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)